

PROPOSED PROFFERS BY OWNER FOR APPLICATION FOR
PROPERTY OF THE VILLAS ON SHADY BANKS, L.L.C.
AND VILLA DEVELOPMENT, L.L.C.

The undersigned applicant, The Villas on Shady Banks, L.L.C., a Virginia limited liability company and Villa Development, L.L.C., a Virginia limited liability company (hereinafter called "Developers"), states that the following conditions are voluntarily proffered for the reclassification of property identified as the The Villas on Shady Banks. The current titled owners of the subject property are Nannie Pearl Hautz, Shirley H. Wallace, Nazzareno H. Spurio, II, Katherine W. Spurio, Joseph Earl Wallace, Rebecca G. Wallace, David Earl Wallace and Melinda G. Wallace ("Owners"). The Developer and the Owner(s) hereby voluntarily proffers that the development of the property proposed for reclassification under this application shall be in strict accordance with the conditions set forth below. The Owners grant consent to the following proffers by the Official Sales Contract between Developer and Owners. Where exhibits are referenced in this proffer they are on file with the Planning Division, York County under Application PD.

1. The project shall be constructed in general conformance to site plan entitled "Preliminary Plan #6." by The Sirine Group, Ltd., dated 5/20/02, which is occasionally referred to hereafter as "the Site Plan."
2. The Villas on Shady Banks shall be designed for, and constructed for, four (4) basic categories of occupants: active retirees/seniors, individuals who are single, divorced, separated or widowed, working couples without children and physically challenged individuals.
3. All living units, with the exception of the two story Chateau unit or such units which the original topography make it: unfeasible, shall be adaptable at time of construction, to the individually physically challenged owner/resident on a room by room basis, which may include, but not limited to, motion sensor switches, lower kitchen cabinets, grab-bars in the bathrooms, raised toilet in the master bath, lowered light switches, lowered thermostat, ramp from garage and other amenities as needed. Ability to pay by the owner/resident will determine the individual amenities to be provided.
4. In order to develop total active recreational space of 1.68 acres or more, which shall be 2.63% or more of The Villas on Shady Banks, the development shall include the following:
 - A. Clubhouse/pool area ;
 - B. A natural area with a walkway and benches;
 - C. Putting green and/or horseshoes pits;
 - D. Community dock subject to appropriate governmental agency approval; and

On or before the issuance of the fortieth (40th) certificate of occupancy in The Villas on Shady Banks, or by the end of the fifth (5th) year from the start of construction of the The Villas on Shady Banks, whichever date occurs earlier, the following list of recreational amenities shall be completed or bonded:

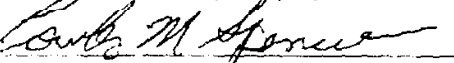
- G. Walking path and benches along waterfront subject to governmental approval.
- H. Swimming pool, of not less than 25 feet by 40 feet (1,000 square feet) in accordance with the site plan.
- I. The putting green and/or horseshoes pits shall be constructed within the area designated for the pool/clubhouse area.

- J. An open area around the pool which shall contain a minimum of 1,000 square feet.
 - K. A clubhouse of approximately 2,200 square feet or more, with an exterior of stone or brick and wood or vinyl or composition materials containing the following amenities:
 - 1. Kitchen
 - 2. Bathrooms for both sexes;
 - 3. Exercise room with quality exercise equipment;
 - 4. Community room with gas fireplace and other amenities for the residents;
 - 5. Office space for Condominium Association; and
 - 6. Lounge chairs and tables with chairs around the pool area.
 - L. Developer covenants that: The common area recreational amenities shall not include swing sets and other playground equipment, play fields or other facilities primarily associated with children's activities.
5. Developer proffers to construct a 6 foot privacy fence approximately 1,050 feet in length along the common property line with Yorkshire Downs in a manner to provide a privacy buffer between the existing houses in Yorkshire Downs and the Villas to be constructed.
 6. Developer proffers that all buildings shall be constructed in general conformance to the patented EPMARK Classic and Cathedral Series building plans with exteriors of brick or stone and wood or vinyl or composition materials as generally shown in materials which have been provided to the County. Also, minor adjustment to the EPMARK Series Plans can be made for code or aesthetic reasons as long as the units generally conform to the EPMARK building plans. Actual Series will be constructed based on individual series demand.
 7. The maximum gross density to be constructed in shall not exceed:
 - A. 1.44 gross Residential units per acre on an aggregate basis (prior to gifting as stated in proffer 10).
 - B. Net density equals 4.1 Residential units per acre.
 8. The Developer shall prepare and record a condominium association declaration and bylaws which includes the following requirements:
 - A. Personal Property. Items prohibited
 - (1) Swing sets; and
 - (2) Outdoor play equipment associated with children's activities.
 - B. No boats, trailer, motor homes, or commercial vehicles may be parked within the development for more than 24 hours and only if for loading, unloading, or providing service.
 - C. The swimming pool and clubhouse shall be for the exclusive use of the residents and their guests.

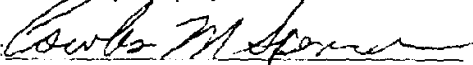
9. If available, maintenance of the grounds will use environmentally friendly fertilizer for the lawns and planting beds.
10. Developer shall gift the approximately 30-35 acre marsh portion of the property to a Virginia based conservatory (i.e. VIMS) so long as the future residents of The Villas on Shady Banks maintain a license for recreational use of said gifted property.
11. Construction of docking facilities will be restricted other than the one community dock listed in proffer 4.D.

THE VILLAS ON SHADY BANKS, a Virginia
limited liability company

By: VILLA DEVELOPMENT L.L.C., a Virginia
a limited liability company, Sole Member

By: 
Cowles M. Spencer, Member

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limited liability company

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